

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:

SPECIALTY RETAIL SHOPS HOLDING CORP., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-80064 (TLS)
)
) (Jointly Administered)
)

**NOTICE OF SUCCESSFUL AND BACKUP BIDDER
WITH RESPECT TO THE AUCTION OF THE DEBTORS' PHARMACY ASSETS**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) have solicited offers for the sale(s), liquidation(s), or other disposition(s) (such sale(s), liquidation(s), or other disposition(s), the “Transaction(s)”) of the Debtors’ stock of prescription pharmaceutical inventory located in the prescription pharmacies in the Debtors’ stores (the “Pharmacy Inventory”) and/or the prescription files and records, pharmacy customer lists and patient profiles (the “Pharmacy Files,” together with the Pharmacy Inventory, the “Pharmacy Assets”) located at, and for customers serviced from, such prescription pharmacies (the “Pharmacies”) consistent with the bidding procedures (the “Bidding Procedures”)² approved by the United States Bankruptcy Court for the District of Nebraska (the “Court”) by entry of an order on January 17, 2019 [Docket No. 77] (the “Bidding Procedures Order”).

PLEASE TAKE FURTHER NOTICE that, on January 23, 2019, at 9:00 a.m. (prevailing Central Time), pursuant to the Bidding Procedures Order, the Debtors conducted the Auction with respect to certain of the Pharmacy Assets at the offices of Kirkland & Ellis LLP, located at 300 North LaSalle, Chicago, Illinois 60654.

PLEASE TAKE FURTHER NOTICE that, at the conclusion of the Auction, the Debtors, in consultation with their professionals, selected the following Successful Bidders and Backup Bidders with respect to the Pharmacy Assets:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place’s Associates’ Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors’ service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

Pharmacy Assets (Store Number and Location)	Successful Bidder	Backup Bidder
62 Great Falls, MT	Albertsons	Kroger
68 Idaho Falls, ID	Albertsons	Walgreens
529 Dillon, MT	Albertsons	NA
556 Prosser, WA	Albertsons	NA
758 Douglas, WY	Albertsons	NA
773 Lewistown, MT	Albertsons	NA
774 Livingston, MT	Albertsons	KC's Western Drug
526 Afton, WY	Broulim Supermarkets	Our Valley Pharmacy
748 Pipestone, MN	Coborn's Inc.	NA
5 De Pere, WI	CVS	NA
20 La Crosse, WI	CVS	Hometown Pharmacy LLC
24 Eau Claire, WI	CVS	Hometown Pharmacy LLC
32 Monona, WI	CVS	NA
99 Onalaska, WI	CVS	Hometown Pharmacy LLC
112 Helena, MT	CVS	Albertsons
140 Jacksonville, IL	CVS	NA
177 Green Bay, WI	CVS	Hometown Pharmacy LLC
501 De Pere, WI	CVS	Hometown Pharmacy LLC
502 Green Bay, WI	CVS	Hometown Pharmacy LLC
613 Winneconne, WI	CVS	Hometown Pharmacy LLC
630 Arcadia, WI	CVS	Walgreens
735 Aitkin, MN	CVS	NA
698 Gothenburg, NE	Gothenburg Discount Pharmacy	NA
683 Audubon, IA	GRX Holdings, LLC	NA
671 Waukon, IA	Hartig Drug Company	NA
742 East Grand Forks, MN	Hugo's Family Marketplace	NA
201 Emmetsburg, IA	Hy-Vee	Walgreens
611 Saint Peter, MN	Hy-Vee	Walgreens
661 West Point, NE	Hy-Vee	Pender Care Centre District, Inc.
679 Toledo, IA	Hy-Vee	Walgreens
689 Mount Ayr, IA	Hy-Vee	Walgreens
791 Forest City, IA	Hy-Vee	J & J Pharmacy, Inc.
49 Aberdeen, SD	Kessler's Inc.	Hy-Vee
704 Falls City, NE	Kex Rx Falls City, LLC	Nash-Finch Company

Pharmacy Assets (Store Number and Location)	Successful Bidder	Backup Bidder
92 Kennewick, WA	Kroger	Rite Aid
22 Mitchell, SD	Lewis Drug	Hy-Vee
681 Ida Grove, IA	Lewis Drug	Hy-Vee
746 Madison, SD	Lewis Drug	NA
747 Luverne, MN	Lewis Drug	NA
749 Saint James, MN	Lewis Drug	Hy-Vee
751 Sisseton, SD	Lewis Drug	Hy-Vee
744 Roseau, MN	Mattson Pharmacy, Inc.	NA
561 Cokato, MN	NuDak Ventures, LLC	Walgreens
627 Neillsville, WI	Prohaska Bros	NA
633 Park Falls, WI	Prohaska Bros	NA
205 Delta, UT	Quality Pharmacy	NA
66 Spokane, WA	Rite Aid	Albertsons
69 Coeur d'Alene, ID	Rite Aid	Walgreens
72 Lewiston, ID	Rite Aid	Walgreens
73 Union Gap, WA	Rite Aid	Albertsons
122 Wenatchee, WA	Rite Aid	Albertsons
659 Auburn, NE	U-Save Pharmacy of Auburn	Nash-Finch Company
668 New Hampton, IA	Vogt Pharmacies	NA
673 Ainsworth, NE	Vogt Pharmacies	NA
690 Holdrege, NE	Vogt Pharmacies	NA
692 Superior, NE	Vogt Pharmacies	NA
695 Broken Bow, NE	Vogt Pharmacies	NA
7 La Crosse, WI	Walgreens	Hy-Vee
10 Marquette, MI	Walgreens	CVS
11 Kingsford, MI	Walgreens	NA
14 Beaver Dam, WI	Walgreens	Hometown Pharmacy LLC
16 Escanaba, MI	Walgreens	Meijer
17 Saint Cloud, MN	Walgreens	CVS
23 Hutchinson, MN	Walgreens	CVS
37 Chippewa Falls, WI	Walgreens	Hometown Pharmacy LLC
51 Fort Atkinson, WI	Walgreens	Hometown Pharmacy LLC
63 Chubbuck, ID	Walgreens	NA
67 Twin Falls, ID	Walgreens	CVS

Pharmacy Assets (Store Number and Location)	Successful Bidder	Backup Bidder
70 Spokane Valley, WA	Walgreens	Rite Aid
75 Missoula, MT	Walgreens	CVS
78 Rapid City, SD	Walgreens	CVS
88 Layton, UT	Walgreens	CVS
89 Walla Walla, WA	Walgreens	Albertsons
96 Redding, CA	Walgreens	CVS
98 Eugene, OR	Walgreens	Albertsons
102 Marinette, WI	Walgreens	CVS
106 Billings, MT	Walgreens	CVS
109 Riverdale, UT	Walgreens	CVS
111 Salem, OR	Walgreens	Kroger
114 Duluth, MN	Walgreens	CVS
119 Dixon, IL	Walgreens	NA
120 Monroe, WI	Walgreens	Hometown Pharmacy LLC
123 Houghton, MI	Walgreens	NA
127 Delavan, WI	Walgreens	Hometown Pharmacy LLC
130 River Falls, WI	Walgreens	Nash-Finch Company
132 Rice Lake, WI	Walgreens	Hometown Pharmacy LLC
133 Belvidere, IL	Walgreens	CVS
170 Rhinelander, WI	Walgreens	Hometown Pharmacy LLC
179 North Branch, MN	Walgreens	Hy-Vee
215 Shawano, WI	Walgreens	NA
503 Port Washington, WI	Walgreens	Hometown Pharmacy LLC
510 Waupaca, WI	Walgreens	Hometown Pharmacy LLC
512 Ellsworth, WI	Walgreens	CVS
604 Abbotsford, WI	Walgreens	Prohaska Bros
606 Calumet, MI	Walgreens	Gladstone Square Pharmacy
608 Brillion, WI	Walgreens	NA
609 Kiel, WI	Walgreens	Aurora Pharmacy
616 Sister Bay, WI	Walgreens	Hometown Pharmacy LLC
617 Wautoma, WI	Walgreens	Aurora Pharmacy
619 Adams, WI	Walgreens	Hometown Pharmacy LLC
624 L'Anse, MI	Walgreens	Gladstone Square Pharmacy
626 Lancaster, WI	Walgreens	Hartig Drug Company

Pharmacy Assets (Store Number and Location)	Successful Bidder	Backup Bidder
635 Savanna, IL	Walgreens	Hartig Drug Company
640 Tuscola, IL	Walgreens	NA
687 Greenfield, IA	Walgreens (Scripts), Vogt Pharmacies (Inventory)	NA
688 Missouri Valley, IA	Walgreens	Hy-Vee
710 Gallatin, MO	Walgreens	NA
732 Glencoe, MN	Walgreens	NA
739 Glenwood, MN	Walgreens	NA
752 Torrington, WY	Walgreens	Vandel Drug LLC
753 Hot Springs, SD	Walgreens	NA
757 Belle Fourche, SD	Walgreens	NA
759 Sturgis, SD	Walgreens	County Drug Inc.
760 Green River, WY	Walgreens	NA
765 Mountain View, WY	Walgreens	Our Valley Pharmacy, Inc.
789 Waupaca, WI	Walgreens	NA
790 Stanley, WI	Walgreens (Scripts), Prohaska Bros (Inventory)	Chippewa Pharmacy, Inc.
793 Mayville, WI	Walgreens	NA
794 Quincy, WA	Walgreens	NA
799 Tremonton, UT	Walgreens	Ridley's Family Markets

PLEASE TAKE FURTHER NOTICE that the Transaction Hearing to consider approval of the sale, liquidation, or other disposition of the Pharmacy Assets to the Successful Bidders at the Auction, free and clear of all liens, claims, interests, and encumbrances in accordance with Bankruptcy Code section 363(f), will be held before the Honorable Judge Thomas L. Saladino, at the Court, 111 South 18th Plaza #1125, Omaha, Nebraska 68102, **on January 28, 2019, at 1:00 p.m. (prevailing Central Time).**

PLEASE TAKE FURTHER NOTICE, that at the Transaction Hearing, the Debtors will seek the Court's approval of the Successful Bids and the Backup Bids (if any). Unless the Court orders otherwise, the Transaction Hearing shall be an evidentiary hearing on matters relating to the Transaction and there will be no further bidding at the Transaction Hearing. In the event that the Successful Bidder cannot or refuses to consummate the Transaction because of the breach or failure on the part of the Successful Bidder, the Backup Bidder will be deemed the new Successful Bidder and the Debtors shall be authorized, but not required, to close with the Backup Bidder on the Backup Bid without further order of the Court.

PLEASE TAKE FURTHER NOTICE that this Notice of Successful Bidders and Backup Bidders is subject to the terms and conditions of the Bidding Procedures Order, with such Bidding

Procedures Order controlling in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale, liquidation, or other disposition of the Pharmacy Assets and/or copies of any related document, including the Bidding Procedures Motion or the Bidding Procedures Order, may make a written request to: proposed counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654, Attn: Travis Bayer, Esq. (travis.bayer@kirkland.com); and 601 Lexington Avenue, New York, NY 10022, Attn: Steven Serajeddini Esq. (steven.serajeddini@kirkland.com) and Daniel Rudewicz, Esq. (daniel.rudewicz@kirkland.com).

PLEASE TAKE FURTHER NOTICE that copies of the Transaction Motion, the Bidding Procedures Order, this Notice, and any other related documents are available: (a) upon request to Prime Clerk LLC (the notice and claims agent retained in these chapter 11 cases) by calling **(844) 205-7495**; (b) by visiting the website maintained in these chapter 11 cases at **<http://cases.primeclerk.com/shopko>**; or (c) for a fee via PACER by visiting <http://www.neb.uscourts.gov>.

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Dated: January 25, 2019
Omaha, Nebraska

/s/ Michael T. Eversden

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